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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 12442  
(LOCKPORT CITY TREASURER)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the Lockport City Treasurer ("Lockport") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12442 (Lockport City Treasurer) and agree and state as follows:

WHEREAS on October 8, 2005 the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Lockport filed proof of claim number 12442 ("Proof of Claim No. 12442") against Delphi Automotive Systems LLC ("DAS LLC") on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$69,968.61 and a priority claim in the amount of \$23,738.72 (the "Claim") stemming from the sale of utility services to DAS LLC.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection"), which was filed on March 16, 2007.

WHEREAS on April 12, 2007, Lockport filed its Opposition Of The Lockport City Treasurer To The Debtors' Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed.R.Bankr.P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7656) (the "Response").

WHEREAS, on April 12, 2007 Lockport also filed an additional proof of claim, proof of claim number 16595, (the "New Claim") amending Proof of Claim No. 12442 and asserting an unsecured non-priority claim in the amount of \$93,707.30 against DAS LLC.

WHEREAS the Debtors objected to the New Claim pursuant to the Debtors' Eighteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain Duplicate Or Amended Claims (Docket No. 8616) (the "Eighteenth Omnibus Claims Objection"), which was filed on July 13, 2007.

WHEREAS on August 3, 2007, to resolve the Eleventh Omnibus Claims Objection with respect to the Claim, DAS LLC and Lockport entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$93,707.30.

WHEREAS pursuant to the Settlement Agreement, Lockport acknowledges and agrees that it will not respond to the Eighteenth Omnibus Claims Objection.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Lockport stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$93,707.30 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Lockport shall withdraw its Response to the Eleventh Omnibus Claims  
Objection.

So Ordered in New York, New York, this 4th day of September, 2007

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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